

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

CANNON Y. HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN
GENERAL COUNSEL-LITIGATION

LOUIS P. WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

December 10, 1991

RECORDATION NO.

FILED 1425

DEC 16 1991 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

ROBERT S. BOGASON
DAVID W. LONG
CAROL A. HARRIS
LELANDE E. BUTLER
GARY A. LAAKSO
STEPHEN A. ROBERTS
JAMES M. EASTMAN
KEVIN D. JONES
WAYNE M. BOLIO
JOHN D. FEENEY
GENERAL ATTORNEYS

ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO.

FILED 1403

DEC 16 1991 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

RE: I.C.C. Finance Docket No. 28713 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 72

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Seventh Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, dated as of November 15, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 72. The enclosed document is a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of March 1, 1978, recorded on April 24, 1978, at 2:40 PM, assigned Recordation No. 9339;

Supplement to Equipment Trust Agreement dated as of September 1, 1978, recorded on September 20, 1978, at 2:15 PM, assigned Recordation No. 9339-A;

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Second Supplement to Equipment Trust Agreement,
dated as of October 31, 1983, recorded on December 6,
1983, at 2:40 PM, assigned Recordation No. 9339-B;

Third Supplement to Equipment Trust Agreement
dated as of May 15, 1985, recorded on June 6,
1985, at 12:55 PM, assigned Recordation No.
9339-C;

Fourth Supplement to Equipment Trust Agreement
dated as of March 31, 1986, recorded on April 29,
1986, at 9:55 AM, assigned Recordation No. 9339-D;

Assignment and Transfer of Certain Road Equipment
dated as of March 31, 1986, recorded on April 29,
1986, at 9:55 AM, assigned Recordation No. 9339-E;

Fifth Supplement to Equipment Trust Agreement dated
as of July 15, 1987, recorded on August 18, 1987, at
3:40 PM, assigned Recordation No. 9339-F;

Assignment and Transfer of Certain Road Equipment
dated as of July 15, 1987, recorded on August 18,
1987, at 3:40 PM, assigned Recordation No. 9339-G;

Sixth Supplement to Equipment Trust Agreement dated
as of July 15, 1988, recorded on September 12, 1988,
at 3:10 PM, assigned Recordation No. 9339-H; and

Assignment and Transfer of Certain Road Equipment
dated as of July 15, 1988, recorded on September 12,
1988, at 3:10 PM, assigned Recordation No. 9339-I.

In connection with the recording of the Seventh Supplement
and Assignment and Transfer, each dated as of November 15, 1991,
to the Equipment Trust Agreement dated as of March 1, 1978, the
following information is set forth in accordance with the
provisions of Section 57.4 of the Commission's Order of July 28,
1952, as amended:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First
Pennsylvania Bank, N.A.)
510 Walnut Street
Philadelphia, Pennsylvania 19106

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Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the Seventh Supplement is set forth in Attachment A attached thereto; and the railroad equipment covered by the Assignment and Transfer is set forth in Attachment A attached thereto.

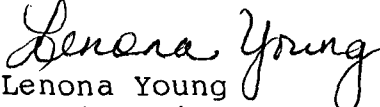
Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

When the recording of the Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Seventh Supplement to Equipment Trust Agreement dated as of November 15, 1991, between Southern Pacific Transportation Company, as Lessee, and CoreStates Bank, N.A., as Trustee, covering boxcars; and Assignment and Transfer of Certain Road Equipment dated as of November 15, 1991, between SPT and CoreStates covering boxcars.

Very truly yours,


Lenora Young
Legal Assistant

Enclosures

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

RESPONDENT NO 9339-5 FILED 1425

EQUIPMENT TRUST

DEC 16 1991 10 22 AM

SERIES 72

INTERSTATE COMMERCE COMMISSION

SEVENTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of November 15, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of November, 1991, between CoreStates Bank, N.A. (formerly First Pennsylvania Bank, N.A.), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of March 1, 1978, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 72 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That CoreStates Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for

and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 72, the railroad equipment described in Attachments A and A-1 hereto, which are incorporated herein by reference.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Seventh Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their

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respective corporate seals to be hereunto affixed, duly attested,
as of the day and year first above written.

CORESTATES BANK, N.A., Trustee

By CWad
Corporate Trust Officer

Attest:

M. J. [Signature]
Vice President

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By E. J. Seedy
Treasurer

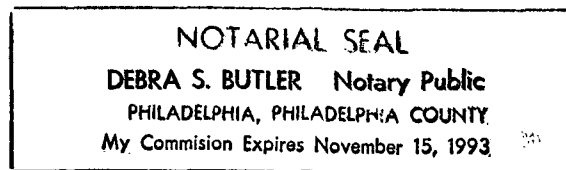
Attest:

J. F. [Signature]
Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 12th day of December, 1991, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

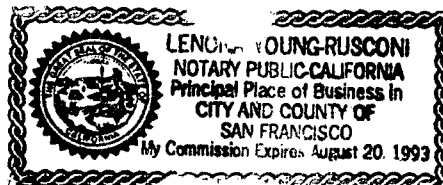
Debra S. Butler
Notary Public



STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 15th day of November, 1991, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenora Young Rusconi
Notary Public



BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248199	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248205	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248209	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248218	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248233	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248234	SP	70 TON BOX CAR	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 493540	SP	100 TON HOPPER CAR	6303	7906
PACIFIC CAR & FOUNDRY (PCF)	SP 690433	SP	100 TON BOX CAR	6811	8002
PACIFIC CAR & FOUNDRY (PCF)	SP 690468	SP	100 TON BOX CAR	6812	8003
PACIFIC CAR & FOUNDRY (PCF)	SP 690477	SP	100 TON BOX CAR	6811	8003
PACIFIC CAR & FOUNDRY (PCF)	SP 695172	SP	70 TON BOX CAR	6412	7803
PACIFIC CAR & FOUNDRY (PCF)	SP 698211	SP	70 TON BOX CAR	6811	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698213	SP	70 TON BOX CAR	6811	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698215	SP	70 TON BOX CAR	6811	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698240	SP	70 TON BOX CAR	6812	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698242	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698262	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698269	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698271	SP	70 TON BOX CAR	6812	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698275	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698278	SP	70 TON BOX CAR	6812	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698280	SP	70 TON BOX CAR	6812	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698282	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698285	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698304	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698308	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698310	SP	70 TON BOX CAR	6812	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698318	SP	70 TON BOX CAR	6812	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698319	SP	70 TON BOX CAR	6812	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698323	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698333	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698337	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698338	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698349	SP	70 TON BOX CAR	6812	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698357	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698371	SP	70 TON BOX CAR	6901	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698374	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698376	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698377	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698383	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698386	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698389	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698391	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698393	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698400	SP	70 TON BOX CAR	6901	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698404	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698410	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698412	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698416	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698418	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698419	SP	70 TON BOX CAR	6901	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698427	SP	70 TON BOX CAR	6901	8009

SUPPLEMENTED UNITS
EQUIPMENT TRUST AGREEMENT SERIES 72 DATED MARCH 01 1978

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
PACIFIC CAR & FOUNDRY (PCF)	SP 698432	SP	70 TON BOX CAR	6901	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698435	SP	70 TON BOX CAR	6902	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698438	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698440	SP	70 TON BOX CAR	6901	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698450	SP	70 TON BOX CAR	6901	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698456	SP	70 TON BOX CAR	6901	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698469	SP	70 TON BOX CAR	6901	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698474	SP	70 TON BOX CAR	6902	8010
PACIFIC CAR & FOUNDRY (PCF)	SP 698491	SP	70 TON BOX CAR	6902	8010

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 61 UNITS

XOA598

SUPPLEMENTED UNITS
EQUIPMENT TRUST AGREEMENT SERIES 72 DATED MARCH 01 1978

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91/11/13

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004121	SP	EF420 R2	6204	7803

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A - 1

TOTAL 1 UNITS